| WT | 00 | -3 |
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| | | |

| Name | Callsign | File Number | ^ Pa rent File Number | Receipt Date | App. Type | Application Source | Sta1 |
|--|----------|-----------------------------|---------------------------------|-----------------|-----------|-----------------------|------|
| VoiceStream Wireless Holding Corporation | KA2XEK | 0027-EX-TC-1999 | 0027-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | KA2XEM | 0025-EX-TC-1999 | 0025-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | P |
| VoiceStream Wireless Holding Corporation | KA2XEN | 0024-EX-TC-1999 | 0024-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | KA2XER | 0022-EX-TC-1999 | 0022-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | KA2XE3 | 0026-EX-TC- 1999 | 0026-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | ₽ |
| VoiceStream Wireless Holding Corporation | KF2XEH | 0011-EX-TC-1999 | 0016-EX-TU-1999 | 07/15/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | KK2XCV | 0010-EX-TC-1999 | 0016-EX-TU-1999 | 07/15/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | KS2XFG | 0021-EX-TC-1999 | 0021-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | ₽ |
| VoiceStream Wireless Holding Corporation | WA2XDG | 0009-EX-TC-1999 | 0015-EX-TU-1999 | 07/15/1999 | Transfer | Electronic | Р |
| VoiceStream Wireless Holding Corporation | WA2XHB | 0023-EX-TC-1999 | 0023-EX-TU-1999 | 12/01/1999 | Transfer | Electronic | P |

READ INSTRUCTIONS CAREFULLY FEDERAL COMMUNICATIONS COMMISSION BEFORE PROCEEDING SPECIAL USE REMITTANCE ADVICE FCC USE ONLY PAGE NO 1 OF 1 (1) LOCKBOX # 358320 SECTION A - PAYER INFORMATION (3) TOTAL AMOUNT PAID (dollars and cents) Gurman Blask and Freedman 45.00 (4) STREET ADDRESS LINE NO. 1 1400 Sixteenth Street, NW, Suite 500 (5) STREET ADDRESS LINE NO. 2 (6) CITY (7) STATE (8) ZIP CODE 20036 DC Washington 9) DAYTME TELEPHONE NUMBER (Include area code) (10) COUNTRY CODE (if not in U.S.A.) 202-328-8200 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) SECTION B - APPLICANT INFORMATION

e exactly as it appears on your card) VoiceStream Wireless Holding Corporation 12) STREET ADDRESS LINE NO. 1 3650 131st Ave., SE, Suite 400 13) STREET ADDRESS LINE NO. 2 14) CITY 15) STATE 16) ZIP CODE 98006 Bellevue WA 17) DAYTME TELEPHONE NUMBER (Include area code) 18) COUNTRY CODE (if not in U.S.A.) 425-586-8700 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-4) SECTION C - PAYMENT INFORMATION
(20A) PAYMENT TYPE CODE (PTC)

TO THE PAYMENT TYPE CODE (PTC) TO THE PAYMENT TYPE CODE (PTC) IN BLOCK 0027TU1999 1 45.00 Ε Ε Α (23A) FCC CODE 1 24A) FCC CODE 2 108) FCC CALL SIGN/OTHER ID 228) FEE DUE FOR (PTC) IN BLOCK 208 FCC USE ONLY (20B) PAYMENT TYPE CODE (PTC) (23B) FCC CODE 1 24B) FCC CODE 2 IDC) FCC CALL SIGN/OTHER ID 22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY (20C) PAYMENT TYPE CODE (PTC) (23C) FCC CODE 1 (24C) FCC CODE 2 19D) FCC CALL SIGN/OTHER ID (200) PAYMENT TYPE CODE (PTC) (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY (23D) FCC CODE 1 (24D) FCC CODE 2 SECTION D-TAXPAYER INFORMATION (REQUIRED PAYER TIN APPLICANT TIN SECTION E -CERTIFICATION 7) CERTIFICATION STATEMENT , Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, infomation and beliefSIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION
MASTERCARDMSA ACCOUNT NUMBER XPIRATION DATE MASTERCARD YEAR

AUTHORIZED SIGNATURE

FCC FORM 159 JULY 1997 (REVISED)

authorize the FCC to charge my VISA or MASTERCARD

F© Federal Communications Commission

The Transfer of Control Application You Just Entered Has Been Submitted

Successfully To The OET Experimental Licensing Branch. Please Print Or Record The Following Information and Save For Future Reference:

| Form 703 Confirmation Number: | EL7555 | | |
|---|----------------------------|--|--|
| Form 703 File Number: | 0027-EX-TU-1999 | | |
| Date of Submission: | 12/01/1999 | | |
| To submit enother application place | | | |
| To submit another application, please displayed to the left of your screen. | e select one from the list | | |
| | Exhibits Form | | |

FCC Home Page | Search | Commissioners | Bureaus Offices | Finding Info

Mail your comments or suggestions (To: ELB@fcc.gov) FCC - Federal Communications Commission - FCC_703

| Expires 11/30/99 | |
|--|------------------------|
| FCC FORM 703 - FEDERAL COMMUNICATION APPLICATION FOR CONSENT TO TRANSFER CONTENT HOLDING STATION LICENS (This application must be filed before Transfer of | FROL OF CORPORATION SE |
| 1. Name of corporate licensee:* APT MINNEAPOLIS, INC. | |
| Attention: | |
| Brian O'Connor, Director | |
| Street Address:* | |
| 8410 W Bryn Mawr Ste 1100 | |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| CHICAGO | IL ▼ 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* KA2XEK XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R Johnson | |
| Street Address:* | |
| 3650 131st Ave , SE Suite 400 | |
| P.O. Box: | |
| | 0 |
| City:* Bellevue | State:* Zip Code:* |
| | WA 98006 |
| E-Mail Address: | |
| | |

| 4. Subsequent to the Transfer of Control, will the licensee corporation b | | OYes ONo |
|---|--|-----------------|
| That is, will it retain its present name, corporate charter, State of incorp | poration, etc.? If "NO", | |
| submit an exhibit giving details.* | | |
| 5. Subsequent to the Transfer of Control, will the licensee corporation b | e a representative of any | O Yes O No |
| foreign government? If "YES", submit an exhibit giving details.* | • | O 163 @ 110 |
| 6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PU | BLIC COAST, AIRPORTEC | NTROL |
| TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, (| OR COMMON CARRIER AL | |
| PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF | CONTROL: | |
| (a) Will any officer or director of such corporation be an alien? | | |
| (b) Will more than 1/5 of the capital stock be either owned of record or | may it be voted by aliens or th | eir |
| representatives, or by a foreign government or representative thereof, or | by any corporation organized | under the |
| laws of a foreign country? | | |
| (c) Will the licensee be directly or indirectly controlled by any other cor | poration? | |
| (d) What is the name and address of the corporation in immediate contr | | |
| (e) Under the laws of what State or Country is the controlling corporation | on organized? | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either aliens or their represenatives, or by a foreign government or representa | owned of record or may it be | voted by |
| aliens or their representives, or by a foreign government or represental organized under the laws of a foreign country? | tive thereoi, or by any corpora | tion |
| (g) Is any officer or more than 1/4 of the directors of the controlling cor | poration an alian? | |
| (h) Is the controlling corporation in turn controlled by other companies | · | |
| (a) is the controlling corporation in turn controlled by other companies | • | |
| <u>7.</u> | | |
| CERTIFICATION | | |
| | | |
| Applicant waives any claim to the use of any particular frequency | y regardless of prior use by lic | ensee or |
| otherwise Applicant will have unlimited access to the radio equiopment and | will control access to exclude | unauthorized |
| persons; | will control access to exclude | ullautiloi izeu |
| Neither applicant nor any member thereof is a foreign governme | nt or representative thereof; | |
| Applicant certifies that all statements made in this application an | | ete and made |
| in good faith; | | |
| • Neither the applicant nor any other party to the application is su | | |
| includes FCC benefits pursuant to Section 5301 of the Anti-Drug because of a conviction for possession or distribution of a control | | . Section 862, |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM AR | | NIVOP |
| IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND | | |
| LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE | | |
| FORFEITURE (U.S. CODE, TITLE 47, S) | , | 127011 |
| 10111 211 0112 (0101 0002, 11122 11, 10 | 20110: 100). | |
| Signature of Authorized Employee of Licenses Corporations* | Date: | |
| | Date: 12/02/1999 | 1 |
| | | |
| | Date: | |
| | 12/02/1999 | |
| Check appropriate classification: * | | 1 |
| O Individual O Partner O Officer O Other (Please specify in an | exhibit) | |
| NOTE: An asterisk '*' displayed after a field indicates it must be co | | on can be |
| submitted. | | 1 |
| | And the second s | |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEK, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

G:\WP\1034-38\EXH-MLH-703pubint6.K04

| GURMAN, BLASK & FREEDMAN, CHARTERED | EXPLANATION | AMOUNT | 15-52/540 |
|--|---------------------------------------|--------|---------------|
| 1400 SIXTEENTH STREET, N.W. SUITE 500 WASHINGTON, D.C. 20036 | | | 5353 |
| PAY AMOUNT FORTY FIVE | | 00/100 | OLLARS CHECK |
| OF TO THE ORDER OF GROSS | · · · · · · · · · · · · · · · · · · · | | CHECK AMOUNT |
| 12/2/99 FCC Sting | fee 103 | 4-38 | 5353 \$ 45.00 |
| CRESTAR BANK, N.A. WASHINGTON, D.C. | DESCRIPT | Oix) | led |

"OO5353" CO54000522C 206673434"

EAD INSTRUCTIONS CAREFULLY BEFORE PROCEEDING FEDERAL COMMUNICATIONS COMMISSION SPECIAL LISE REMITTANCE ADVICE FCC USE ONLY PAGE NO ___1__ OF ___1__ (1) LOCKBOX # 358320 SECTION A - PAYER INFORMATION) TOTAL AMOUNT PAID Gurman Blask and Freedman 45.00 (4) STREET ADDRESS LINE NO. 1400 Sixteenth Street, NW, Suite 500 (S) STREET ADDRESS LINE NO. 2 7) STATE 20036 DC Washington 9) DAYTIME TELEPHONE NUMBER (Include area code 10) COUNTRY CODE (if not in U.S.A.) 202-328-8200 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) SECTION B - APPLICANT INFORMATION VoiceStream Wireless Holding Corporation 12) STREET ADDRESS LINE NO. 1 3650 131st Ave., SE, Suite 400 13) STREET ADDRESS LINE NO. 2 14) CETY 15) STATE IS ZIP CODE 98006 Bellevue WA 17) DAYTIME TELEPHONE NUMBER (Include area code) 18) COUNTRY CODE (if not in U.S.A.) 425-586-8700 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-4 SECTION C - PAYMENT INFORMATION

[20A) PAYMENT TYPE CODE (PTC)

[21A] QUANTITY

[23A] PAYMENT TYPE CODE (PTC) 18A) FCC CALL SIGN/OTHER ID 0025TU1999 Ε Ε 45.00 (23A) FCC CODE 1 24A) FCC CODE 2 (198) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC 228) FEE DUE FOR (PTC) IN BLOCK 201 FCC USE ONLY (23B) FCC CODE 1 24B) FCC CODE 2 (19C) FCC CALL SIGNOTHER ID 22C) FEE DUE FOR (PTC) IN BLOCK 200 FOC USE ONLY (23C) FCC CODE 1 4C) FCC CODE 2 (190) FCC CALL SIGNOTHER ID (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY (20D) PAYMENT TYPE CODE (PTC) (23D) FCC CODE 1 SECTION D-TAXPAYER INFORMATION PAYER TIN APPLICANT TIN SECTION E - CERTIFICATION (27) CERTIFICATION STATEMEN Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, infomation and beliefSIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARD AUTHORIZED SIGNATURE DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

| Expires 11/30/99 | | | | | |
|---|--------------------|--|--|--|--|
| FCC FORM 703 - FEDERAL COMMUNICATIONS COMMISSION APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE (This application must be filed before Transfer of Control takes place) | | | | | |
| 1. Name of corporate licensee:* APT KANSAS CITY, INC. | | | | | |
| Attention: | | | | | |
| Brian O'Connor, Director | | | | | |
| Street Address:* | | | | | |
| 8410 W Bryn Mawr Ste. 1100 | | | | | |
| P.O. Box: | | | | | |
| | | | | | |
| City:* | State:* Zip Code:* | | | | |
| CHICAGO | IL 0 60631 | | | | |
| E-mail Address: | | | | | |
| | | | | | |
| 2. Call sign and radio service of each station:* KA2XEM XD | | | | | |
| 3. Transferee Name:* | | | | | |
| VoiceStream Wireless Holding Corporation | | | | | |
| Attention: | | | | | |
| Christopher R. Johnson | | | | | |
| Street Address:* | | | | | |
| 3650 131st Ave. SE Suite 400 | | | | | |
| P.O. Box: | | | | | |
| | | | | | |
| City:* | State:* Zip Code:* | | | | |
| Bellevue | WA ▼ 98006 | | | | |
| E-Mail Address: | | | | | |
| | | | | | |

| 4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? Ye | es ONo |
|---|-------------------------------------|
| I hat is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", | _ |
| submit an exhibit giving details.* | |
| 5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any | es 🔘 No |
| foreign government? If "YES", submit an exhibit giving details.* | |
| 6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTRO TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL: | OL A |
| (a) Will any officer or director of such corporation be an alien? | |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by alienfor their representatives, or by a foreign government or representative thereof, or by any corporation organized under laws of a foreign country? | r the |
| ge, will the needset be directly of indirectly controlled by any other corporation. | |
| (d) What is the name and address of the corporation in immediate control? | |
| (e) Under the laws of what State or Country is the controlling corporation organized? | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted aliens or their representaives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | by |
| (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? | |
| (h) Is the controlling corporation in turn controlled by other companies? | |
| 7. CERTIFICATION | |
| Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee otherwise Applicant will have unlimited access to the radio equiopment and will control access to exclude unaut persons; Neither applicant nor any member thereof is a foreign government or representative thereof; Applicant certifies that all statements made in this application and attachments are true, complete an in good faith; Neither the applicant nor any other party to the application is subject to a denial of Federal benefits includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C. Section because of a conviction for possession or distribution of a controlled substance. WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/O IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STAT LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OI FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). Signature of Authorized Employee of Licenese Corporation:* Date: Don WWarkentin | thorized Id made that Ion 862, R |
| Signature of Transferee of Control* Date: | |
| David A Miller 12/02/1999 | |
| Check appropriate classification: * | ı |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) | |
| NOTE: An asterisk '*' displayed after a field indicates it must be completed before this application can submitted. | be |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEM, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

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15-52/540 EXPLANATION AMOUNT GURMAN, BLASK & FREEDMAN, CHARTERED
1400 SIXTEENTH STREET, N.W. 5356 SUITE 500 WASHINGTON, D.C. 20036 PAY AMOUNT 100 DOLLARS CHECK AMOUNT TO THE ORDER OF GROSS DATE 1034-38 DESCRIPTION CRESTAR BANK, N.A. WASHINGTON, D.C. CRESTAR

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"OO5356" "O54000522" 206673434"

| | | | WT 00-3 |
|--|---------------------------------------|---|--|
| READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING | FEDERAL COM | MUNICATIONS COMMISSION | APPROVED BY OMB 3060-0589 |
| | REMIT | TTANCE ADVICE | SPECIAL USE |
| (1) LOCKBOX # 358320 | PAG | SE NO 0F | FCC USE ONLY |
| | SECTION A - | PAYER INFORMATION | |
| IZ) PAYER NAME(II paying by crodit card, once name exact Gurman Blask and Freedmi | | | (3) TOTAL AMOUNT PAID (dollars and cents) s 45.00 |
| (4) STREET ADDRESS LINE NO. 1 1400 Sixteenth Street, NV | M Suite 500 | | K-,, |
| (5) STREET ADDRESS LINE NO. 2 | V, Suite 500 | | |
| (e) CITY | | (7) STATE | I(a) ZIP CODE |
| Washington | | DC | 20036 |
| 10) DAYTIME TELEPHONE NUMBER (Include area code) 202-328-8200 | | (10) COUNTRY CODE (if not in U.S.A.) | |
| IF PAYER NAME AN | THE APPLICANT | NAME ARE DIFFEREN | T, COMPLETE SECTION B |
| IF MORE THAN | ONE APPLICANT, U | JSE CONTINUATION SI | HEETS (FORM 159-C) |
| (11) APPLICANT NAME (if paying by credit card, enter name | e exactly as it appears on your card) | PPLICANT INFORMATION | |
| VoiceStream Wireless Holding | J Corporation | | · |
| 3650 131st Ave., SE, Sui | te 400 | | |
| (13) STREET ADDRESS LINE NO. 2 | | | |
| (14) CITY | | (15) STATE | (16) ZIP CODE |
| Bellevue [17] DAYTIME TELEPHONE NUMBER (Include area code) | | (18) COUNTRY CODE (if not in U.S.A.) | 98006 |
| 425-586-8700 | | (la) coolina co | |
| COMPLETE SECTION C FOR EAC | | | E CONTINUATION SHEETS (FORM 159- |
| | SECTION C - P | PAYMENT INFORMATION GUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK | X 20A FCC USE ONLY |
| 0024TU1999 E | A E 1 | ,45.00 | |
| IZIA) FCC CODE 1 | | (24A) FCC CODE 2 | - |
| (198) FCC CALL SIGN/OTHER ID (208) PAYMENT | TYPE CODE (PTC) (218) C | OUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK | X 208 FCC USE ONLY |
| (23B) FCC CODE 1 | | \$ (24B) FCC CODE 2 | |
| (CSB) FOO CODE 1 | | 12-12, 1-20-0022-2 | |
| (19C) FCC CALL SIGNOTHER ID (20C) PAYMENT | TYPE CODE (PTC) (21c) Q | QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK | X 20C FCC USE ONLY |
| (23C) FCC CODE 1 | | S (24C) FCC CODE 2 | |
| | | | |
| (19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT | TYPE CODE (PTC) (210) G | QUANTITY (220) FEE DUE FOR (PTC) IN BLOCK | FCC USE ONLY |
| (23D) FCC CODE 1 | | (24D) FCC CODE 2 | |
| | | | |
| SECTION D | <u>- TAXPAYER</u> | INFORMATIO | N (REQUIRED) |
| PAYER TIN | 3 | APPLICANT TIN | • |
| 1771211 1111 | SECTION | E - CERTIFICATION | |
| (27) CERTIFICATION STATEMENT | | | and currenting information |
| (PRINT NAME) | | | regoing and supporting information |
| are true and correct to the best of my | | | |
| (28) MASTERCARD/VISA ACCO | | CARD PAYMENT INFORMATION | ON EXPIRATION DATE: |
| MASTERCARD | | | MONTH YEAR |
| VISA I hereby authoritie the ECC to charge my VISA or M | í | ED SIGNATURE | DATE |

| Expires 11/30/99 | |
|--|------------------------|
| FCC FORM 703 - FEDERAL COMMUNICATION FOR CONSENT TO TRANSFER CONHOLDING STATION LICEN (This application must be filed before Transfer of | TROL OF CORPORATION SE |
| 1. Name of corporate licensee:* APT TAMPA/ORLANDO, INC. | |
| Attention: | |
| Brian T O'Connor, Director |] |
| Street Address:* | |
| B410 W Bryn Mawr, Ste 1100 |] |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| CHICAGO | IL ▼ 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* KA2XEN XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R Johnson |] |
| Street Address:* | |
| 3650 131st Ave SE Suite 400. |] |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Bellevue | WA - 98006 |
| E-Mail Address: | , |
| | · |

| 4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? | Yes O No | | | |
|--|------------|--|--|--|
| That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", | | | | |
| submit an exhibit giving details.* | | | | |
| 5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any | Yes O No | | | |
| foreign government? If "YES", submit an exhibit giving details.* | 163 6 110 | | | |
| 6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONT | ROL. | | | |
| TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALAS | | | | |
| PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL: | | | | |
| (a) Will any officer or director of such corporation be an alien? | | | | |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by allengor their | | | | |
| representatives, or by a foreign government or representative thereof, or by any corporation organized un laws of a foreign country? | der the | | | |
| (c) Will the licensee be directly or indirectly controlled by any other corporation? | | | | |
| (d) What is the name and address of the corporation in immediate control? | | | | |
| (e) Under the laws of what State or Country is the controlling corporation organized? | | | | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be vot | ed by | | | |
| aliens or their representatives, or by a foreign government or representative thereof, or by any corporation | | | | |
| organized under the laws of a foreign country? | | | | |
| (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? | | | | |
| (h) Is the controlling corporation in turn controlled by other companies? | | | | |
| | | | | |
| 7. | | | | |
| CERTIFICATION | | | | |
| Applicant waives any claim to the use of any particular frequency regardless of prior use by licens | ee or | | | |
| otherwise | ee 01 | | | |
| Applicant will have unlimited access to the radio equippment and will control access to exclude un | authorized | | | |
| persons; | | | | |
| Neither applicant nor any member thereof is a foreign government or representative thereof; | | | | |
| Applicant certifies that all statements made in this application and attachments are true, complete and made | | | | |
| in good faith; | | | | |
| Neither the applicant nor any other party to the application is subject to a denial of Federal benefit | | | | |
| includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C. Section 862, | | | | |
| because of a conviction for possession or distribution of a controlled substance. | | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND | | | | |
| IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY ST | | | | |
| LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND | OR | | | |
| FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). | | | | |
| | | | | |
| Signature of Authorized Employee of Licenese Corporation:* Date: | | | | |
| Don W Warkentin 12/02/1999 | | | | |
| Signature of Transferee of Control* Date: | | | | |
| David A Miller 12/02/1999 | | | | |
| Check appropriate classification: * | | | | |
| Check appropriate classification. | | | | |
| | | | | |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) | | | | |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) NOTE: An asterisk '*' displayed after a field indicates it must be completed before this application of | an be | | | |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) | ean be | | | |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XEN, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

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| n) STREET ADDRESS LINE NO. 1 1400 Sixteenth Street, NV | V. Suite 500 | | | | |
| S) STREET ADDRESS LINE NO. 2 | *, ************************************ | - 4 | | | |
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| Washington DI DAYTIME TELEPHONE NUMBER (Include area code) | | DC vie courc | TRY CODE (if not in U.S.A.) | 20036 | |
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| VoiceStream Wireless Holding | | aı | | | |
| 12) STREET ADDRESS LINE NO. 1 3650 131st Ave., SE, Suit | te 400 | | | | |
| 13) STREET ADDRESS LINE NO. 2 | | | | | |
| 14) CITY | · · · · · · · · · · · · · · · · · · · | (15) STATE | | (16) ZIP CODE | |
| Bellevue | | WA | TRY CODE (if not in U.S.A.) | 98006 | |
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FCC FORM 158 JULY 1997 (REVISED)

| Expires 11/30/99 | |
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| FCC FORM 703 - FEDERAL COMMU APPLICATION FOR CONSENT TO TRANSF HOLDING STATION (This application must be filed before Tr | ER CONTROL OF CORPORATION N LICENSE |
| 1. Name of corporate licensee:* APT HOUSTON, INC. | |
| Attention: | |
| Brian O'Connor, Director | - The state of the |
| Street Address:* | |
| 8410 W. Bryn Mawr Ste. 1100 | |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Chicago | IL ▼ 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* KA2XER XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R Johnson | Andrew Control of the |
| Street Address:* | |
| 3650 131st Ave., SE, Suite 400 | |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Bellevue | WA - 98006 |
| E-Mail Address: | |
| | . som mind de |
| | |

| 4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.* | ● Yes ○ No |
|--|---------------|
| 5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.* | O Yes O No |
| 6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CO TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER AI PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL: | |
| (a) Will any officer or director of such corporation be an alien? | 1 |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or the represenatives, or by a foreign government or represenative thereof, or by any corporation organized laws of a foreign country? | |
| (c) Will the licensee be directly or indirectly controlled by any other corporation? | |
| (d) What is the name and address of the corporation in immediate control? (e) Under the laws of what State or Country is the controlling corporation organized? | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be | voted by |
| aliens or their represenatives, or by a foreign government or representative thereof, or by any corportory or an indicate the laws of a foreign country? | ation |
| (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? | |
| (h) Is the controlling corporation in turn controlled by other companies? | |
| 7. CERTIFICATION | |
| Applicant waives any claim to the use of any particular frequency regardless of prior use by lice | ensee or |
| otherwise Applicant will have unlimited access to the radio equiopment and will control access to exclude | unauthorized |
| persons; Neither applicant nor any member thereof is a foreign government or representative thereof; | |
| Applicant certifies that all statements made in this application and attachments are true, comp | lete and made |
| in good faith; Neither the applicant nor any other party to the application is subject to a denial of Federal be | nefits that |
| includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C because of a conviction for possession or distribution of a controlled substance. | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE A | |
| IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), A FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). | |
| 1011 27 012 (0.0. 0022, 77722 77, 0207) | |
| Signature of Authorized Employee of Licenese Corporation:* Date: | |
| Don W Warkentin 12/02/1999 | |
| Signature of Transferee of Control* David A Miller 12/02/1999 | |
| Check appropriate classification: * | |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) | |
| NOTE: An asterisk '*' displayed after a field indicates it must be completed before this application submitted. | on can be |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XER, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

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| 1400 Sixteenth Street, NW, Suite 500 ### Fixed Address (as no) ### Cook | Gurman Blask and | | | , | | | | 1 . | | |
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| PAYER TIN SECTION E - CERTIFICATION TO CERTIFI | CECTIO | AT D | TAVE | X X X Z | | | CODMATIC | SN 75 | FALUEE | |
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| SECTION E - CERTIFICATION CONTINUED CONTIN | PAYER TIN | | | | 1 | АР | PLICANT TIN | | | |
| , Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) THE True and correct to the best of my knowledge, infomation and beliefSIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARD MASTERCARD MASTERCARD MONTH YEAR | | | | SECT | ION E | i | | | | |
| (PRINT NAME) ITE True and correct to the best of my knowledge, infomation and beliefSIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARD/MASTERCARD/MSA ACCOUNT NUMBER: EXPIRATION DATE: MONTH YEAR | 7) CERTIFICATION STATEMENT | | | | | | | regoing and | d supporting inform | nation |
| SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARD/VISA ACCOUNT NUMBER: EXPIRATION DATE: MONTH YEAR | (PRINT NAM | AE) | , | erary u | riuei p | remaily | or perjury that the it | oregoing and | a supporting imorn | iation |
| MASTERCARD/VISA ACCOUNT NUMBER EXPIRATION DATE MONTH YEAR | re true and correct to the | | | | _ | | | | | |
| MONTH YEAR | MASTERCA | | | r - CR | EDIT C | AKDP | ATMENT INFORMATI | | ON DATE: | |
| | MASTERCARD | | | | | | | | | |
| AUTHORIZED SIGNATURE DATE | | | | FAIR | HOBITED | SIGNATUR | F | | | |

| Expires 11/30/99 | |
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| FCC FORM 703 - FEDERAL COMMUNICATION FOR CONSENT TO TRANSFER CON HOLDING STATION LICEN (This application must be filed before Transfer of | TROL OF CORPORATION SE |
| 1. Name of corporate licensee:* APT PITTSBURGH LIMITED PARTNERSHIP | |
| Attention: | |
| Brian O'Connor, Director | |
| Street Address:* | |
| 8410 W. Bryn Mawr, Ste 1100 |] |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Chicago | IL ▼ 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* KA2XES XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R Johnson |] |
| Street Address:* | |
| 3650 131st Ave.: SE, Suite 400 |] |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Bellevue | WA ▼ 98006 |
| E-Mail Address: | |
| | |

| 4. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? | ⊙ Yes ○ No |
|---|--------------------------|
| That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", submit an exhibit giving details.* | |
| 1 | |
| 5. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", submit an exhibit giving details.* | O Yes O No |
| | NT DOL |
| 6. THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CO TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER AI PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL: | ASKA |
| (a) Will any officer or director of such corporation be an alien? | |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or the representatives, or by a foreign government or representative thereof, or by any corporation organized laws of a foreign country? (c) Will the licensee be directly or indirectly controlled by any other corporation? | eir under the |
| tel till the neember of directly of manifetily controlled by any other corporation. | |
| (d) What is the name and address of the corporation in immediate control? (e) Under the laws of what State or Country is the controlling corporation organized? | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be | voted by |
| aliens or their represenatives, or by a foreign government or representative thereof, or by any corpor | ation |
| organized under the laws of a foreign country? | |
| (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? | |
| (h) Is the controlling corporation in turn controlled by other companies? | |
| 7. CERTIFICATION | |
| Applicant waives any claim to the use of any particular frequency regardless of prior use by lice | ensee or |
| otherwise • Applicant will have unlimited access to the radio equiopment and will control access to exclude persons; | unauthorized |
| Neither applicant nor any member thereof is a foreign government or representative thereof; Applicant certifies that all statements made in this application and attachments are true, comp | lete and made |
| in good faith; Neither the applicant nor any other party to the application is subject to a denial of Federal be | nefits that |
| includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C because of a conviction for possession or distribution of a controlled substance. | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE A IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), A FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). | STATION |
| Signature of Authorized Employee of Licenese Corporation:* Date: | |
| Don W Warkentin 12/02/1999 | |
| Signature of Transferee of Control* David A Miller David A Miller David A Miller David A Miller | |
| Check appropriate classification: * | 1 |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) | |
| NOTE: An asterisk '*' displayed after a field indicates it must be completed before this applicati submitted. | on can be |
| | |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station KA2XES, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

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| 650 131st Ave., SE, S | Suite 400 | | | | | | |
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FCC FORM 159 JULY 1997 (REVISED)

| Expires 11/30/99 | |
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| FCC FORM 703 - FEDERAL COMMUNICA APPLICATION FOR CONSENT TO TRANSFER O HOLDING STATION LIC (This application must be filed before Transfe | CONTROL OF CORPORATION CENSE |
| 1. Name of corporate licensee:* APT COLUMBUS, INC. | |
| Attention: | |
| Brian O'Connor, Director, | |
| Street Address:* | |
| 8410 W. Bryn Mawr Ste. 1100 | |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Chicago | IL © 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* KS2XFG XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R. Johnson | |
| Street Address:* | |
| 3650 131st Ave., SE, Suite 400 | |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Bellevue | VVA ▼ 98006 |
| E-Mail Address: | |
| | |

| L. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", ubmit an exhibit giving details.* S. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any oreign government? If "YES", submit an exhibit giving details.* THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER OF CONTROL: a) Will any officer or director of such corporation be an alien? b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their epresenatives, or by a foreign government or representive thereof, or by any corporation organized under the aws of a foreign country? c) Will the licensee be directly or indirectly controlled by any other corporation? d) What is the name and address of the corporation in immediate control? e) Under the laws of what State or Country is the controlling corporation organized? f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? |
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| organized under the laws of a foreign country? |
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| g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? |
| h) Is the controlling corporation in turn controlled by other companies? |
| |
| CEDTIFICATION |
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| • Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or |
| otherwise |
| Applicant will have unlimited access to the radio equiopment and will control access to exclude unauthorized. |
| persons; |
| Neither applicant nor any member thereof is a foreign government or representative thereof; |
| Applicant certifies that all statements made in this application and attachments are true, complete and made |
| in good faith; |
| • Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that |
| includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C. Section 862, |
| because of a conviction for possession or distribution of a controlled substance. |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION |
| LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR |
| FORFEITURE (U.S. CODE, TITLE 47, SECTION 512(A)(1)), AND/OR |
| FORELITORE (O.O. CODE, TITLE 47, SECTION 505). |
| |
| Signature of Authorized Employee of Licenese Corporation:* Date: |
| Don W. Warkentin 12/02/1999 |
| Signature of Transferee of Control* Date: |
| David A. Miller 12/02/1999 |
| Check appropriate classification: * |
| O Individual O Partner O Officer O Other (Please specify in an exhibit) |
| |
| NOTE: An extension of the demonstrate of the indicator is much be completed by the demonstrate of the control o |
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| GURMAN, BLASK & FREEDMAN, CHARTERED 1400 SIXTEENTH STREET, N.W. SUITE 500 WASHINGTON, D.C. 20036 | EXPLANATION AMOUNT | 15-52/540 535 4 |
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| READ INSTRUCTIONS CAREFULL BEFORE PROCEEDING | ¥ | FE | DERAL | COMMU | NICA' | TIONS COMMISSION | AP | PROVED BY OME | 3 3 | 3060-0589 |
| | | | REMITTANCE ADVICE | | | SPECIAL | USE | | | |
| (1) LOCKBOX # 358320 | | | | PAGE NO | ,1 | of 1 | FCC USE | ONLY | | |
| (2) PAYER NAME(if paying by credit card, | | Ş | CTION | A - PA | YER | RINFORMATION | VIII VOTAL ANOU | WT PAID (dollars and | | |
| Gurman Blask and | | | | | | | 45.00 | WI PAID (GOILE'S EN | | |
| 1400 Sixteenth St | reet, NV | /, Suite | 500 | | | | | | | |
| (5) STREET ADDRESS LINE NO. 2 | | | | | | | | | | |
| Washington | | | | | STATE C | <u> </u> | (8) ZIP CODE 20036 | | | |
| (9) DAYTME TELEPHONE NUMBER (Inch. 202-328-8200 | de area code) | | | (10 | COUN | TRY CODE (if not in U.S.A.) | | | | |
| | | | | | | ARE DIFFERENT | | | | |
| (11) APPLICANT NAME(if paying by credit | | SECT | ION B | - APP | | NT INFORMATION | | ORM 155-C | <i>,,</i> | |
| VoiceStream Wireles | | | | | | | | <u> </u> | | |
| 3650 131st Ave., | SE, Suite | ∍ 400 | | | | | | | | |
| 13) STREET ADDRESS LINE NO. 2 | | | | | | | | | | |
| Bellevue | | | | | STATE VA | | (15) ZIP CODE 98006 | | | |
| (17) DAYTIME TELEPHONE NUMBER (Inci 425-586-8700 | ude area code) | | | (18) | COUNT | TRY CODE (if not in U.S.A.) | | | | |
| COMPLETE SECTION C | FOR EACH | | | | | | | ATION SHEE | TS (FO | RM 159-0 |
| 18A) FCC CALL SIGN/OTHER ID | (20A) PAYMENT T | | | 21A) OUANT | MEN | T INFORMATION | | FCC USE ONLY | | |
| 0023TU1999 | <u> </u> | ΙΑ | E | 11 | (24A) | ,45.00 | | l | | |
| 198) FCC CALL SIGN/OTHER ID | (208) PAYMENT T | YPE CODE (PTC | | (218) QUANT | | (228) FEE DUE FOR (PTC) IN BLOCK | 208 | FCC USE ONLY | | |
| 238) FCC CODE 1 | | | | 1 | - Brass | \$ FCC CODE 2 | | | | |
| 236) FCC CODE 1 | | | | | (246) | FCC CODE 2 | | | | |
| 19C) FCC CALL SIGN/OTHER ID | (20C) PAYMENT T | /PE CODE (PTC) | T | (21C) QUANT | ŤΥ | (22C) FEE DUE FOR (PTC) IN BLOCK | 20C | FCC USE ONLY | | |
| 23C) FCC CODE 1 | | | | | (24C) | FCC CODE 2 | | <u> </u> | . <u></u> | |
| 190) FCC CALL SIGN/OTHER ID | (200) PAYMENT T | PE CODE (PTC) | T | (210) QUANT | TY | (22D) FEE DUE FOR (PTC) IN BLOCK | 200 | FCC USE ONLY | | |
| 23D) FCC CODE 1 | <u> </u> | | ــــــــــــــــــــــــــــــــــــــ | <u> </u> | (24D) | FCC CODE 2 | | <u></u> | | |
| SECTIO | N D- | ΤΛΥΕ | ΣΔΟΙ | FD | IN | FORMATIO | N (D | EQUIRI | EU/ | |
| 25) | <u></u> | LAXI | | | (36) (20) | MPLETE THIS BLOCK ONLY IF APPLICAN | HALF | LOUIN | | 1 |
| PAYER TIN | | | | _ | | PPLICANT TIN | | | | |
| 27) CERTIFICATION STATEMENT | | | Certify u | | | of perjury that the for | egoing and | supporting in | formatic |)n |
| PRINT NAME | , | | _ | - | - | | ogonig and | sapporting in | . J. mau | "] |
| | | SECTION | | | | AYMENT INFORMATION | | | | |
| MASTERCARD MASTERCARD | ARDAISA ACCOUN | NUMBER: | | | | | EXPIRATION | YEAR | | |
| VISA I hereby authorize the FCC to | charge my VISA or MAST | 'E RCARD | AUT | HORIZED SK | NATUR | Œ | DATE | | | |
| for the sarwas(s) suffranzation | rists) hereon described | | | | | | | | | |

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

| Expires 11/30/99 | |
|---|---------------------------|
| FCC FORM 703 - FEDERAL COMMUNICATION FOR CONSENT TO TRANSFER CON HOLDING STATION LICEN (This application must be filed before Transfer of | TROL OF CORPORATION SE |
| 1. Name of corporate licensee:* AERIAL COMMUNICATIONS, INC. | |
| Attention: | |
| DAVID B LOWRY; |] |
| Street Address:* | |
| 8410 WEST BRYN MAWR AVE, SUITE 1100 | 3 |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| CHICAGO | IL ▼ 60631 |
| E-mail Address: | |
| | |
| 2. Call sign and radio service of each station:* WA2XHB XD | |
| 3. Transferee Name:* | |
| VoiceStream Wireless Holding Corporation | |
| Attention: | |
| Christopher R. Johnson |] |
| Street Address:* | |
| 3650 131st Ave. SE, Suite 400. |] |
| P.O. Box: | |
| | |
| City:* | State:* Zip Code:* |
| Bellevue | WA ▼ 98006 |
| E-Mail Address: | |
| | |

| 4. Subsequent to the Transfer of Control, will the licensee corporation | be the same corporate entity? | OYes ONo | | | |
|---|---|------------|--|--|--|
| That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", | | | | | |
| submit an exhibit giving details.* | | | | | |
| 5. Subsequent to the Transfer of Control, will the licensee corporation | be a representative of any | OYes ONo | | | |
| foreign government? If "YES", submit an exhibit giving details.* | | | | | |
| <u>6.</u> THIS SECTION TO BE ANSWERED ONLY BY LICENSES OF P TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, PUBLIC FIXED STATIONS SUBSEQUENT TO THE TRANSFER O | OR COMMON CARRIER AT | | | | |
| (a) Will any officer or director of such corporation be an alien? | 74.0 | A : | | | |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their represenatives, or by a foreign government or represenative thereof, or by any corporation organized under the laws of a foreign country? | | | | | |
| (c) Will the licensee be directly or indirectly controlled by any other co | | | | | |
| (d) What is the name and address of the corporation in immediate con | | | | | |
| (e) Under the laws of what State or Country is the controlling corpora | | | | | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their represenatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | | | | | |
| (g) Is any officer or more than 1/4 of the directors of the controlling co (h) Is the controlling corporation in turn controlled by other companie | | | | | |
| | 5. | | | | |
| 7. CERTIFICATION | | | | | |
| Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise Applicant will have unlimited access to the radio equippment and will control access to exclude unauthorized | | | | | |
| persons; • Neither applicant nor any member thereof is a foreign government or representative thereof; | | | | | |
| Applicant certifies that all statements made in this application a in good faith; Neither the applicant nor any other party to the application is s | • | | | | |
| Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Aubuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. | | | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM A IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, STATE OF THE STATE OF | RE PUNISHABLE BY FINE A D/OR REVOCATION OF ANY LE 47, SECTION 312(A)(1)), A | STATION | | | |
| Signature of Authorized Employee of Licenese Corporation:* Don WWarkentin | Date: 12/02/1999 | | | | |
| Signature of Transferee of Control* | Date: | | | | |
| David A Miller | 12/02/1999 | | | | |
| Check appropriate classification: * | | | | | |
| O Individual O Partner O Officer O Other (Please specify in an | n exhibit) | | | | |
| NOTE: An asterisk '*' displayed after a field indicates it must be submitted. | | on can be | | | |
| | | | | | |

By this application, Aerial Communications, Inc. ("Aerial") requests Commission consent to assign the license for Experimental Station WA2XHB, authorizing experimental service to VoiceStream Wireless Holding Inc. ("VoiceStream Holdings"). This application is one of 14 applications filed simultaneously herewith relating to a merger between Aerial and VoiceStream Wireless Corporation ("VoiceStream"). The combination of VoiceStream and Aerial brings together two major providers of GSM in the United States. VoiceStream Holdings will reap the benefits of increased scale and scope, improve spectrum efficiency, add to industry capacity, and facilitate widespread availability of advanced service packages that consumers are demanding. The subject experimental station is an integral part of that nationwide GSM system. Accordingly, grant of this application will serve the public interest.

G:\WP\1034-38\EXH-MLH-703pubint5.K04

| GURMAN, BLASK & FREEDMAN, CHARTERED | XPLANATION AMOUNT | 15-52/540 | |
|--|------------------------|----------------------------|--|
| 1400 SIXTEENTH STREET, N.W. SUITE 500 WASHINGTON, D.C. 20036 | | 5358 | |
| PAY AMOUNT FORFY IVE OF DATE TO THE ORDER OF GROSS | 00/100 | DOLLARS CHECK CHECK AMOUNT | |
| 12/199 FCC Llingtee | 1034-38 DESCRIPTION | 5358 \$ 45.00 | |
| CRESTAR CRESTAR BANK, N.A. WASHINGTON, D.C. | - Juan | Aby | |

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